EXHIBIT "C"

SOUTHERN DISTRICT OF NEW YORK	x
JARED EDWARDS,	: :
Plaintiff,	. No. 09 Civ. 10263 (CM)
- against - KEENEN IVORY WAYANS, SHAWN	DECLARATION OF KEENEN IVORY WAYANS
WAYANS, MARLON WAYANS, WAYANS BROTHERS PRODUCTIONS, and ST. MARTIN'S PRESS, INC.,	
Defendants.	: :
	; x

I, KEENEN IVORY WAYANS, declare as follows:

- 1. I am a named individual defendant herein and a principal in Wayans Bros.

 Productions ("Wayans Bros.") (erroneously sued as Wayans Brothers Productions) and am competent to testify based upon firsthand knowledge of the matters set forth herein.
- 2. I submit this declaration in support of Defendants' motion to transfer this action to the United States Central District of California.
- 3. While originally from New York City, I have resided and worked in the Los Angeles, California area since 1980.
- 4. I have been acquainted with Plaintiff for a number of years and he has no basis to claim I reside in New York.
 - 5. I am registered to vote in Los Angeles, California.
 - 6. I have a California driver's license with a Los Angeles, California address.
 - 7. My children attend school in Los Angeles County, California.

- 8. I am the trustee of a trust that owns New York real property for the benefit of my parents and that are homes in which my parents reside. I do not maintain a residence in New York.
 - . 9. I do not maintain any bank accounts in New York.

I declare under the penalty of perjury under the laws of the United States that the foregoing statements are true and correct and that this declaration was executed on March 10, 2010 at Los Angeles, California.

Keenen Ivory Wayar